

ELIAS C. ALVORD (1942)
ELI WORTH ALVORD 1971
September 27, 2001

ALVORD AND ALVORD
ATTORNEYS AT LAW
1600 K STREET, NW
SUITE 200
WASHINGTON, D.C.
20006-2973
—
(202) 393-2266
FAX (202) 393-2156

RECORDATION NO. 23678-A FILED
SEP 27 '01 7:08 PM
SURFACE TRANSPORTATION BOARD
OF COUNSEL
URBAN A. LESTER

Mr. Vernon A. Williams
Secretary
Surface Transportation Board
Washington, D.C. 20423

Re: CIT Rail Trust 2001-1A

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are three (3) copies of a Memorandum of Lease Supplement 1A, dated September 28, 2001, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the Memorandum of Equipment Lease Agreement which is being filed with the Board under Recordation Number _____.

The names and addresses of the parties to the enclosed document are:

Lessor: Wells Fargo Bank Northwest, N.A.
79 South Main Street
Salt Lake City, Utah 84111

Lessee: The CIT Group/Equipment Financing, Inc.
1211 Avenue of the Americas
New York, NY 10036

A description of the railroad equipment covered by the enclosed document is:

265 railcars TCMX 96101 - TCMX 96365

23678-A 108

Mr. Vernon A. Williams
September 27, 2001
Page Two

A short summary of the document to appear in the index follows:

Memorandum of Lease Supplement 1A

Also enclosed is a check in the amount of \$28.00 payable to the order of the Surface Transportation Board covering the required recordation fee.

Kindly return stamped copies of the enclosed document to the undersigned.

Very truly yours,

A handwritten signature in black ink, appearing to read 'Alvord', with a stylized flourish at the end.

Robert W. Alvord

RWA/anm
Enclosures

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SURFACE TRANSPORTATION BOARD

MEMORANDUM OF LEASE SUPPLEMENT 1A
(CIT Rail Trust 2001-1A)

This Memorandum of Lease Supplement 1A (CIT Rail Trust 2001-1A) (this "Memorandum") dated September 28, 2001, is by and between Wells Fargo Bank Northwest, N.A., a national banking association, not in its individual capacity except as expressly provided herein but solely as Owner Trustee, as lessor (the "Lessor"), and The CIT Group/Equipment Financing, Inc., a Delaware corporation, as lessee (the "Lessee").

WITNESSETH:

The Lessor and the Lessee have entered into that certain Equipment Lease Agreement (CIT Rail Trust 2001-1A), dated as of September 28, 2001 (the "Lease"), a memorandum of which is being filed with the Surface Transportation Board concurrently herewith.


The Lessor and the Lessee have entered into that certain Lease Supplement 1A (CIT Rail Trust 2001-1A), dated September 28, 2001, whereby certain railroad cars and locomotives bearing reporting marks and road numbers listed on Exhibit A attached hereto are made subject to the Lease.

Capitalized terms used herein and not otherwise defined shall have the meanings assigned thereto in Appendix A to the Lease on file with Wells Fargo Bank Northwest, N.A., or its successor owner trustee.

* * *

IN WITNESS WHEREOF, the parties hereto have each caused this Memorandum to be duly executed by their respective officers authorized on the date and year first above written.

WELLS FARGO BANK NORTHWEST, N.A,
not in its individual capacity except as expressly
provided herein but solely as Owner Trustee,
as Lessor

By: 
Name: MICHAEL D. HOGGAN
Title: ASSISTANT VICE PRESIDENT

THE CIT GROUP/EQUIPMENT FINANCING, INC.,
as Lessee

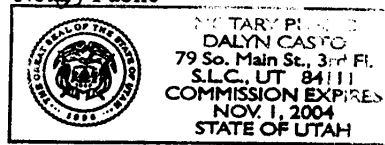
By: _____
Name: _____
Title: _____

STATE OF UTAH)
) SS.:
COUNTY OF SALT LAKE)

On this 21st day of September, 2001 before me personally appeared Michael D. Hoggan to me personally known, who being duly sworn, says that he/she is the Asst. V.P. of Wells Fargo Bank Northwest, N.A., not in its individual capacity except as expressly provided herein but solely as Owner Trustee, that said instrument was signed on behalf of said corporation by authority of its Board of Directors; and he/she acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

Dalyn Castro
Notary Public

My commission expires: _____



STATE OF)
) SS.:
COUNTY OF)

On this ____ day of _____, 2001 before me personally appeared _____, to me personally known, who being duly sworn, says that he/she is the _____ of Allfirst Bank, that said instrument was signed on behalf of said corporation by authority of its Board of Directors; and he/she acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

Notary Public

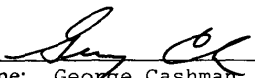
My commission expires: _____

IN WITNESS WHEREOF, the parties hereto have each caused this Memorandum to be duly executed by their respective officers authorized on the date and year first above written.

WELLS FARGO BANK NORTHWEST, N.A.,
not in its individual capacity except as expressly
provided herein but solely as Owner Trustee,
as Lessor

By: _____
Name: _____
Title: _____

THE CIT GROUP/EQUIPMENT FINANCING, INC.,
as Lessee

By:  _____
Name: George Cashman
Title: Senior Vice President

STATE OF UTAH)
) SS.:
COUNTY OF SALT LAKE)

On this ____ day of _____, 2001 before me personally appeared _____, to me personally known, who being duly sworn, says that he/she is the _____ of Wells Fargo Bank Northwest, N.A., not in its individual capacity except as expressly provided herein but solely as Owner Trustee, that said instrument was signed on behalf of said corporation by authority of its Board of Directors; and he/she acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

Notary Public

My commission expires: _____

STATE OF NEW YORK)
) SS.:
COUNTY OF NEW YORK)

On this 24th day of September, 2001 before me personally appeared George Cashman, to me personally known, who being duly sworn, says that he/~~she~~ is the SVP of The CIT Group/Equipment Financing, Inc., that said instrument was signed on behalf of said corporation by authority of its Board of Directors; and he/~~she~~ acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

Notary Public

My commission expires: _____

INDRA BEDASIE
Notary Public, State of New York
No. 018E6014602
Qualified in Queens County
Certificate filed in New York County
Commission Expires Oct. 18, 2002

Equipment Group 1

Car Type	Description	Number of Cars	Car Mark	Car Number
C713	Carbon Black Cars	265	TCMX	96101
			TCMX	96102
			TCMX	96103
			TCMX	96104
			TCMX	96105
			TCMX	96106
			TCMX	96107
			TCMX	96108
			TCMX	96109
			TCMX	96110
			TCMX	96111
			TCMX	96112
			TCMX	96113
			TCMX	96114
			TCMX	96115
			TCMX	96116
			TCMX	96117
			TCMX	96118
			TCMX	96119
			TCMX	96120
			TCMX	96121
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